

HILTON STEVEN J

Form 4

August 29, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HILTON STEVEN J

(Last) (First) (Middle)

17851 N. 85TH STREET, SUITE
300

(Street)

SCOTTSDALE, AZ 85255

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Meritage Homes CORP [MTH]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
MTH Common Stock	08/27/2012	08/27/2012	M		8,000	A \$ 13.69	1,799,361	I	HELD IN TRUST
MTH Common Stock	08/27/2012	08/27/2012	S		8,000	D \$ 36.7	1,791,361	I	HELD IN TRUST
MTH Common Stock	08/27/2012	08/28/2012	M		1,400	A \$ 13.69	1,792,761	I	HELD IN TRUST
MTH Common	08/27/2012	08/28/2012	S		1,400	D \$ 36.51	1,791,361	I	HELD IN TRUST

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Stock

MTH Common Stock	08/27/2012	08/29/2012	M	6,600	A	\$ 13.69	1,797,961	I	HELD IN TRUST
MTH Common Stock	08/27/2012	08/29/2012	S	6,600	D	\$ 36.5	1,791,361 ⁽¹⁾	I	HELD IN TRUST
MTH Common Stock							52,500 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
MTH Common Stock	\$ 13.69	08/27/2012	08/27/2012	M	8,000	01/02/2009 01/02/2015	MTH Common Shares	8,000
MTH Common Stock	\$ 13.69	08/28/2012	08/28/2012	M	1,397	01/02/2009 01/02/2015	MTH Common Shares	1,397
MTH Common Stock	\$ 13.69	08/28/2012	08/28/2012	M	1	01/02/2010 01/02/2015	MTH Common Shares	1
MTH Common Stock	\$ 13.69	08/28/2012	08/28/2012	M	1	01/02/2011 01/02/2015	MTH Common Shares	1
MTH Common	\$ 13.69	08/28/2012	08/28/2012	M	1	01/02/2012 01/02/2015	MTH Common	1

Stock									Shares
MTH									MTH
Common	\$ 13.69	08/29/2012	08/29/2012	M	6,600	01/02/2009	01/02/2015	Common	6,600
Stock								Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILTON STEVEN J 17851 N. 85TH STREET SUITE 300 SCOTTSDALE, AZ 85255			Chief Executive Officer	

Signatures

/s/ Hilla Sferruzza, attorney-in-fact for Steven J. Hilton	08/29/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Balance reflects all other holdings, including restricted shares that have previously vested.
- (2) Balance represents restricted shares not vested but does not include 60,000 shares of restricted stock with vesting contingent upon the achievement of pre-specified performance targets.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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